

Loan # 000111822

SUBSTITUTION OF TRUSTEE

WHEREAS, on the 18 day of February, 1997,
Michael C. Poindexter, a single person,
 executed a certain deed of trust to Kathryn L. Harris,
 Trustee for the benefit of Community Mortgage Corp.,
 which deed of trust is of record in the office of the Chancery Clerk of
DeSoto County, State of Mississippi in Book
888 at Page 47 and being secured by real property being
 more particularly described in Exhibit "A" attached hereto; and

WHEREAS, the undersigned is the present holder and beneficiary of the
 deed of trust referenced above; and

f/k/a Union Planters National Bank
 WHEREAS, Union Planters Bank, N.A., pursuant to the provisions of the
 aforesaid Deed of Trust and for reasons satisfactory to itself, has
 elected to substitute J. Gary Massey as Trustee in and for the above
 described deed of trust and the indebtedness secured thereby; and

NOW THEREFORE, Union Planters Bank, N.A., the present
 owner and holder of the above described deed of trust, acting by and
 through its duly authorized officers, does hereby substitute and appoint
 J. Gary Massey as Trustee and does hereby confer upon the said J. Gary
 Massey full and complete power to execute said trust as Trustee as
 provided by the terms of the aforesaid deed of trust.

Should the undersigned become the last and highest bidder at the
 foreclosure sale, the Substitute Trustee is hereby authorized to transfer
 and assign said bid and to convey title to said foreclosed property to the
 Secretary of Housing and Urban Development or the Secretary of Veterans
 Affairs, or whomsoever the undersigned shall authorize. The statement in
 the Substitute Trustee's deed that the undersigned has requested transfer
 of its bid to grantee(s) in the Substitute Trustee's Deed shall be binding
 on the undersigned and conclusive evidence in favor of the assignee or
 other parties thereby, and that the Substitute Trustee is duly authorized
 and empowered to execute same.

WITNESS THE EXECUTION HEREOF by the aforesaid corporation acting by
 and through its duly authorized officers, this the 8 day of
October, 1998.

STATE MS.-DE SOTO CO.
 FILED

UNION PLANTERS BANK, N.A.

SM Oct 21 2 02 PM '98

BK 1045 PG 637
 W.E. DAVIS CH. CLK.

BY: Bill Robertson
 TITLE: BANKING OFFICER

STATE MS.-DE SOTO CO.
 FILED

Nov 20 1 10 PM '98

BK 1056 PG 717
 W.E. DAVIS CH. CLK.

STATE OF TENNESSEE

COUNTY OF SHELBY

Personally appeared before me, the undersigned authority for the
 jurisdiction aforesaid, on this the 8th day of October,
 1998, the within named BILL ROBERTSON who acknowledged that (s)he
 is BANKING OFFICER of UNION PLANTERS BANK, N.A., and that for and
 on behalf of the said corporation, and as its act and deed, (s)he executed
 the above and foregoing instrument, after having been first duly
 authorized so to do.

Notary Public

My Commission expires:

MY COMMISSION EXPIRES AUG. 13, 2002

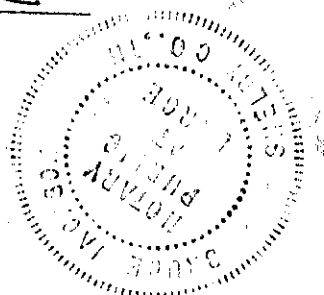


EXHIBIT "A"

INDEXING INSTRUCTIONS

LEGAL DESCRIPTION:

Lot 69, Section A, Brook Hollow Subdivision, in Section 24, Township 1 South, Range 8 West, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 7, Page 8, in the Office of the Chancery Clerk of Desoto County, Mississippi.

PREPARED BY:

J. GARY MASSEY
SHAPIRO & MASSEY, L.L.P.
DEPOSIT GUARANTY BLDG
200 EAST CAPITOL ST., SUITE 1745
JACKSON, MS 39201
601-968-9986

S&K# 98-0818